

**IN THE UNITED STATES DISTRICT COURT  
FOR THE MIDDLE DISTRICT OF NORTH CAROLINA**

ROBERT SIMS, *et al.*,

*Plaintiffs,*

No. 1:15-cv-732-CCE-JEP

vs.

BB&T CORPORATION, *et al.*,

*Defendant.*

**DECLARATION OF JEROME J. SCHLICHTER**

1. I am the founding partner of the law firm Schlichter, Bogard & Denton LLP, Lead Class Counsel for the Plaintiffs. This declaration is submitted in support of Plaintiffs' Consent Motion for Preliminary Approval of Class Settlement. I am familiar with the facts set forth below and able to testify to them.

2. There has been no collusion or complicity of any kind in connection with the negotiations or agreement to settle this class action. As illustrated in Plaintiffs' Memorandum in Support of Consent Motion for Preliminary Approval of Class Settlement, all settlement negotiations in this case were conducted at arm's-length by adverse, represented parties. The negotiations were extensive and adversarial, and the parties engaged a highly experienced mediator with whom the parties met in person and via telephonic mediation sessions, as well as conducting long calls between the parties to negotiate a settlement. Apart from the monetary amount, these discussions also involved extensive negotiations for non-monetary relief regarding the Plan provisions, oversight, and administration going forward resulting in substantial changes to the Plan and monitoring for years. It is my opinion that the proposed settlement is not only within the

range of reasonableness, but also is fair, reasonable, adequate, and in the best interests of the Plan and the participants in light of the procedural and substantive risks Plaintiffs would face if litigation were to continue

3. Attached hereto as Exhibit A is a true and accurate copy of the Settlement Agreement between Plaintiffs and BB&T Defendants.

4. Each of the Class Representatives represented by this firm has a legal services agreement with this firm agreeing to a one-third fee to Schlichter, Bogard & Denton LLP, in the event of any recovery.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 30, 2018.

SCHLICHTER, BOGARD & DENTON

/s/ Jerome J. Schlichter  
Jerome J. Schlichter